CHARTER,

CONTRACTS AND BY-LAWS

OF THE

LOGANSPORT AND CHICAGO

RAILWAY COMPANY.

NEW YORK:
RAILROAD JOURNAL PRINTING OFFICE, 122 NASSAU STREET.
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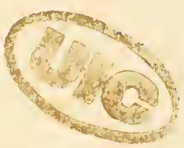
DIRECTORS FOR 1853.

JOHN B. JERVIS, GEORGE ALFRED HAMILTON,	City of New York.
JAMES PULLAN,	Cincinnati.
CYRUS TABER, WM. L. BROWN, JAMES W. DUNN, WILLIAMSON WRIGHT,	Logansport, Indiana.



OFFICERS FOR 1853.

WILLIAMSON WRIGHT,
PRESIDENT.

GEORGE B. WALKER,
TREASURER, AT LOGANSPORT.

DAVID M. DUNN,
SECRETARY.

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CHARTER.

AN ACT to incorporate the Lake Michigan, Logansport, and Ohio River Railroad Company.

SECTION 1. *Be it enacted by the General Assembly of the State of Indiana*, That James W. Dunn, Williamson Wright, and George B. Walker, of the county of Cass, Anthony F. Smith, of the county of Fulton, George W. Cleaveland, of the county of Marshall, and David G. Rose, of the county of Laporte, and Samuel C. Sample, of the county of St. Joseph, and State of Indiana, and their successors in office elected as hereinafter provided, are constituted a body corporate and politic by the name of "the Lake Michigan, Logansport, and Ohio River Railroad Company," and by such name shall be capable to sue and be sued, plead and be impleaded, answer and be answered unto, in any court of either law or equity having jurisdiction within this State; shall have power to make and use a common seal; make contracts, and enforce the same; borrow money and give evidence of such indebtedness, and execute mortgages to secure the payment of the same; establish and put in force such bye-laws, rules, and regulations as may be necessary to carry into effect the provisions of this act not inconsistent with the constitution of this State.

SEC. 2. The capital stock of said company shall be one million of dollars, to be divided into shares of twenty-five dollars each.

SEC. 3. The directors named in this act, or a majority of them, may meet at such time and place as they may agree upon, after due notice of the time and place of meeting, and organize by the election of a president, of one of their body; and a majority thereafter shall constitute a quorum, and they shall have power to appoint all officers, engineers, and agents necessary to carry the spirit of this act into effect.

SEC. 4. That all provisions, rights, privileges, powers, grants, and immunities granted and provided by an act of the General Assembly of this State, entitled "An act to provide for the continuance of the construction of all or any part of the public works of this State by private companies, and for abolishing the board of internal improvements and the office of fund commissioner and chief engineer," approved January twenty-eight, eighteen hundred and forty-two; and also the subsequent act relative to the Madison and Indianapolis Railroad, all the rights and powers therein granted to private companies, be, and the same are hereby, granted, enacted, and confirmed upon the Lake Michigan, Logansport, and Ohio River Railroad Company, except as by this charter is provided and restricted.

SEC. 5. The corporation shall have power to call for such part of the Stock subscribed as may seem to them necessary to carry on the work, to be paid by the stockholders in such materials, land, labor, or money as shall have been designated by the party subscribing for such stock for such stock, to be paid at such time and place as the board of directors may designate, by giving sixty days' notice in one of the nearest newspapers to said road, or giving written notice to the stockholders; in all such notices the amount demanded on each share, and the time and place of payment shall be set forth, and it shall be the duty of the board of directors to give to each person subscribing for stock in materials or labor, notice to furnish the same upon the road, designating the point where it will be received; and if any stockholder shall neglect or refuse to pay or furnish such requisition within ten days after the time mentioned in such notice for such payment, the corporation shall have power to collect the same by an action at law, in any court of competent jurisdiction, with ten per centum damages thereon.

SEC. 6. The corporation shall require of all officers and others in their employment, bond with security to their acceptance, with such penalty or penalties as they may think proper for the faithful performance of their respective duties.

SEC. 7. That said directors have full power and authority to purchase or bargain for the right of way of the Michigan road company; or as either company or individuals over whose land said road may pass, and have a conveyance therefor to said company.

SEC. 8. That said Michigan road company, or any other company, be, and they are hereby, authorized and empowered to subscribe for stock in said company, under such rules and regulations as the board of directors may order and direct.

SEC. 9. The corporation shall cause books to be opened for subscription to the capital stock, at such time and at such place or places as they may choose, due notice shall be given in at least one newspaper published in the town or city where said books are proposed to be opened.

SEC. 10. That when said corporation shall have procured a right of way as hereinbefore provided, they shall be seized in fee simple of the right to said land, and shall have the sole use and occupation of the same; and no person, body corporate or politic, shall in any way interfere therewith, molest, disturb, or injure any of the rights and privileges hereby granted, or that would be calculated to detract from or affect the profits of said corporation.

SEC. 11 The corporation shall commence the construction of said road, any time within five years after the opening of the books, and from time to time, construct so much towards the point of destination as may be within the ability and to the interest of the company, and shall complete it within fifteen years from its commencement. *Provided*, That if the road should not be completed within the time aforesaid, the General Assembly may, for good cause shown, give further time for its construction: *Provided, also*, That any part of said road shall be completed within the time aforesaid, in that case, all the rights, privileges, and benefits granted in this act shall be extended to, and vested in said company, to such part of said road as shall be completed.

SEC. 12. It shall be the duty of said road corporation, whenever any State or County road now established, shall cross or may hereafter cross the Railroad, to make and keep in repair good and sufficient causeways, so that the free use of State and County road shall not be obstructed; and in all cases where any person shall own land on both sides of said road, and there shall not be any causeway for a public road leading from one tract to the other, the owner of such lands shall have the right, free of charge, to cross the same, and to make such causeways as may be necessary for the convenience of said owner: *Provided*, That such owner of land shall not injure or obstruct said road.

SEC. 13. That it shall be lawful for said corporation to place or prescribe the kind of carriages that may be used on said road, whether propelled by steam or by other power; for the transportation of passengers, for all kinds of produce, lumber, goods, wares and merchandise, or any other kinds of property, and for this purpose the corporation may construct said road with such turns, gates, bridges, aqueducts, culverts, toll and warehouses, as may be considered necessary for the interests of the company and convenience of the public; and the corporation may charge tolls and freights on such part of the road as may be in a sufficient state for travel, although the whole be not finished; and they may charge for travel and transportation on the same, when it is graded and bridged, although the rails may not be laid so as to admit carriage thereon.

SEC. 14. The corporation may charge and receive such tolls and freights for the transportation of persons, commodities, and carriages on said road, or any part thereof, as shall be for the interest of said company, and to charge, lower, or raise at pleasure: *Provided*, That the rates established from time to time shall be posted in some conspicuous place or places on said road.

SEC. 15. Said company shall not issue any scrip, or other evidence of debt to be used as a circulating medium.

SEC. 16. The corporation by their agents shall have full power from time to time to examine, make, survey, and locate a route for a railroad, for a single or double track, commencing at the town of Indianapolis, in Marion County, and running on the best ground for the interest of the company and the convenience of the public, to the town of Logansport, in Cass county, thence to the town of Rochester, in Fulton county, thence to the town of Plymouth, in Marshall county, thence to connect with the Buffalo and Mississippi railroad, leading to Michigan City, at such point as the directors may select.

SEC. 17. This act shall take effect and be in force from and after its passage, and shall be deemed and taken as a public act.

[The foregoing bill was presented to me on the 11th day of February, 1848, for my approval, but time not being afforded for the desired research, in the midst of official duties, it was not approved nor returned with my objections to the Senate before this 17th day of February, 1848, and has therefore become a law.]

JAMES WHITCOMB.

AN ACT to amend an act entitled "An act to incorporate the Lake Michigan, Logansport, and Ohio River Railroad Company," enacted by the General Assembly in February, 1848. *Approved February* 11, 1851.

SECTION 1. *Be it enacted by the General Assembly of the State of Indiana*, That the Lake Michigan, Logansport, and Ohio River Railroad Company be and they are hereby authorized and empowered, by themselves or their agents, to examine, survey, locate, and construct a railroad, with a single or double

track, upon the most eligible ground for the interest of the company and not injurious to the public, commencing at the town of Logansport, in Cass county, and running thence north, either to Michigan City or to such point on the line of the Northern Indiana Railroad route east of Michigan City, as said company may select.

SEC. 2. That so much of section sixteen of the act to which this is an amendment as requires said company to commence at the town of Indianapolis, the examination, making, survey, and location of a route for a railroad, be, and the same is hereby repealed, so far as said sixteenth section prohibits the commencement of said road at Logansport, to construct the same north of that point.

SEC. 3. This act shall be deemed and taken to be a public act, and shall take effect and be in force from and after its passage.

AN ACT to amend the first section of an act, approved February 11th, entitled "An act to amend an act entitled 'an act to incorporate the Lake Michigan, Logansport, and Ohio River Railroad Company,'" enacted by the General Assembly in 1848; and empowering said Company to run their road to such points on the line of the Northern Indiana Railroad as said Company may select.

SECTION. 1. *Be it enacted by the General Assembly of the State of Indiana*, That the first section of the act referred to in the title be so amended as to read as follows, to wit: That the Lake Michigan, Logansport, and Ohio River Railroad Company, be, and they are hereby authorized and empowered, by themselves or their agents, to examine, survey, locate, and construct a Railroad with a single or double track, upon the most eligible ground for the interest of the Company, and not injurious to the public, commencing at the town of Logansport, in Cass county, and running thence North, either to Michigan City, or to such point on the line of the Northern Indiana Railroad as said Company may select,

OLIVER B. TORBET,
Speaker of the House of Representatives.

ASHBEL H. WILLARD,
President of the Senate.

Approved February 23, 1853.
JOSEPH A. WRIGHT.

The State of Indiana,
Office of Secretary of State.

I, Nehemiah Hayden, Secretary of State, for the State aforesaid, certify that the foregoing is a true, full, and complete copy of an enrolled act, now on file in my office.

In testimony whereof, I have hereunto set my hand, and affixed the seal of the State, at the city of Indianapolis, this 9th day of March, A. D., 1853.

N. HAYDEN,
Secretary of State.

EXTRACTS FROM THE ACTS REFERRED TO IN 4TH SECTION OF SAID CHARTER.

SEC. 13. All the rights, privileges, franchises, and immunities intended to be conferred by this act, shall vest as fully and completely in said association as if the same had been granted and established by a public act of incorporation for that purpose; and said association, in its proper name assumed as herein provided, shall continue for the term of fifty years; shall have power to contract and to be contracted with; to sue and be sued; plead and be impleaded in all courts of law and equity; and maintain and defend all actions, suits, plaints and pleas, as any other corporation; to make and use a common seal and alter the same at pleasure; to hold purchase, sell, lease and convey real estate as the purposes of said association shall require, within the purview of this act; and do all other acts, and exercise all such powers as may be essential to the object of such association; but no such association shall exercise any powers in addition to the powers enumerated and given in this act, except such powers as are necessary to the excercise of such enumerated and given powers; *Provided, however*, That at the expiration of fifty years for which this charter is to run, said works shall not revert to the State, until the State shall refund to such company the

money actually expended on such works by way of construction, and the amount paid by the association for State Bonds, without interest.

SEC. 19. Said board shall have power to supply vacancies in the office of secretary and treasurer of said association; to meet from time to time, as may be expedient; to adopt such rules and regulations, and make such by-laws as, in their judgment, the business and affairs of the association may require, and which are necessary to perform the duties and carry out the powers granted by this act; to appoint such subordinate officers, engineers, artists, agents, and workmen as shall be necessary to exercise the business of the association; to demand at such time, and in such proportion as they shall see fit, the sums of money due by the stockholders on their respective money subscriptions of stock, under pain of forfeiture of the shares of their stock, and all previous payments thereon, to the said association, or to sue therefor, and recover the amount due in an action of assumpsit, at their option; to issue proper certificates of stock to the stockholders, and determine in what manner and under what restrictions their shares of capital stock shall be transferable; to fix the compensation and prescribe the duties of the several officers and agents in the employ of the association; to require such bonds, obligations, and securities of the secretary, treasurer, and other officers of the association, as may be judged neccessary; to open, and continue open as long as necessary, books for the subscription of additional stock in said association; to acquire, purchase, sell, lease, and dispose of real estate for the use of the association, for the purposes, and in the manner hereinafter described; to decide upon all locations of the work or works undertaken by said association, and establish and construct depots, toll houses, machine-shops, and all other necessary structures, fixtures, and machinery and apparatus; to order, and cause to be made, all surveys, estimates, and lettings of works, at such times and places as they may determine; to prescribe such forms of contract, rules, regulations, and specifications for the performance of work, as they may judge proper; to enter upon and take possession of any lands and streams of water, which may be necessary for the construction of any such work, and to make the same available; to regulate the time and manner in which all cars, boats, craft, vehicle, travel, and property, shall pass on said work or works; to hold, use, lease, and occupy any water power, depots, toll-gates, toll-houses, structures, fixtures, aparatus, or machinery, the association may receive from the State, under the provisions of this act; to make, construct, complete and keep in constant repair, the work or works granted and surrendered to such association, by the provisions of this act; and on account of which such association may have been formed, to establish and collect the amount of tolls and transit duties for travel or transportation; to make and declare, (deducting costs and charges, a dividend of clear profits and income of said work or works and apurtenances, among the stockholders at such times as may be deemed expedient; and do all other necessary and proper acts in accordance with the intent and meaning of this act.

SEC. 23. It shall be lawful for such association to acquire, hold, and convey real estate for the following purposes: First, such as may be taken in subscription for stock. Second, such as may be necessary for the accommodation and transaction of the business of the work. Third, such as may be mortgaged in good faith, by way of security, for moneys due the association. Fourth, such as shall be conveyed to it in satisfaction of debts previously contracted in the course of its necessary dealings. Fifth, such as the association shall purchase at sales under judgements, decrees, or mortgages in its favor. Such association shall not purchase, hold or convey real estate in any other case, or for any other use or purpose.

SEC. 61. It shall be lawful for any county, within this State, to take stock in such association and for this purpose, the several boards doing county business, are hereby empowered to subscribe therefor, and to levy a tax as for county purposes, not exceeding one dollar on every one hundred dollars of assessed property, to be applied to such object; and the county shall hold such stock as individual stock is held in such association.

An act to amend an act entitled "an act to provide for the continuance of the construction of all or any part of the public works of this State by private companies, and for abollshing the Board of Internal Improvement, and the offices of Fund Commissioner and Chief Engineer."—Approved, Jan. 28, 1842.

SEC. 1. *Be it enacted by the General Assembly of the State of Indiana*, That the "Madison and Indianapolis Railroad Company" are hereby authorized and empowered, from time to time, to borrow money on the credit of said company, to aid them in constructing and repairing said road, or carrying on the operations of said company; and for that purpose may execute bonds or other contracts for the payment of the same, in such manner, and payable at such times, and bearing such rate of interest, not exceeding the interest allowed by the laws of the State where any such loan may be negotiated, as may be agreed upon by the parties: *Provided*, Such interest shall not exceed the rate of seven per cent. per annum.

SEC. 2. The said company may at any time open books for the subscription and transfer of stock, in any city of the United States, under such terms and regulations as said company shall prescribe.

AN ACT AUTHORIZING RAILROAD COMPANIES TO CHANGE THEIR NAMES.

WHEREAS, Charters have heretofore been granted for the construction of Railroads between certain localities, and amendments authorizing extensions thereto have subsequently been passed in consequence of which the names originally given to the companies do not indicate the location, course, or termination of their roads; AND WHEREAS, it is desirable that the name of a Railroad should afford some information as to its location. Therefore,

SECTION 1. *Be it enacted by the General Assembly of the State of Indiana*, That Railroad companies desiring so to do may change their names by resolution of their Boards of Directors duly entered upon their records, and in so doing may adopt such name as may be agreed upon by said Board. *Provided, however*, That nothing herein contained shall anthorize the New Albany and Salem Railroad Company to change their corporate name until said company shall have constructed that portion of their road which has been surveyed and located north of Lafayette and between Michigan City and the Illinois State line.

SEC. 2. It shall be the duty of said Board to cause a copy of the resolutions changing the name of their road as above provided, to be recorded in the office of the Recorder of the several counties, through which the road may run, and also to give notice thereof by publication in some newspaper of general circulation in this State.

SEC. 3. The change of name as herein provided shall not be construed to deprive any company of any of the powers and franchises granted to it by the original act of incorporation or amendments thereto, nor shall anything herein contained be so construed as to prevent any company changing its name, from suing or being sued in its original name for all rights and liabilities which may have accrued previous to changing its name.

SEC. 4. It is hereby declared that an emergency exists requiring that this act shall take effect immediately: therefore, it shall be in force from and after its passage.

OLIVER B. TORBET,
Speaker of the House of Representatives.

ASHBEL P. WILLARD,
President of the Senate.

Approved February 22, 1853.
JOSEPH A. WRIGHT.

CHANGE OF NAME.

At a meeting of the Board of Directors of the Lake Michigan, Logansport and Ohio River Railroad Company held at their office in Logansport, March 12th 1853, the following resolution was adopted to wit:

"*Resolved*, That the name of this company be changed from the 'Lake Michigan, Logansport and Ohio River Railroad Company,' to the name of the 'Logansport and Chicago Railway Company,' and this order is directed to be entered of record, and notice thereof given in pursuance of the statute in such case made and provided."

I David M. Dunn, Secretary of said company, certify the foregoing to be a true copy from the record of said company, and that duly certified copies have been filed in the Recorder's offices of the several counties through which said Railway is located, and due notice thereof given by publication in the several newspapers, as required by said resolution.

Witness my signature this 24th day of May, A.D., 1853.

D. M. DUNN, *Secretary.*

AGREEMENT.

This Agreement *between the* EATON AND HAMILTON RAILROAD COMPANY, *the* RICHMOND AND MIAMI RAILROAD COMPANY, *and the* NEW CASTLE AND RICHMOND RAILROAD COMPANY, **Witnesseth:**

That said companies agree to unite and run their respective roads in connection and as one line of road, upon the following terms:

1. Each company shall keep its own road and the bridges, and the neccessary water-houses, stations and depots thereon, in good order and repair; but said Richmond and Miami Company, may, at any time, become consolidated with either of the other companies, parties to this contract, in such manner as may be agreed upon by said Richmond and Miami Company and either of the other companies.

2. The necessary locomotives, cars and machinery for said roads shall be provided and purchased jointly by them, and each company shall pay for such locomotives, cars and machinery in proportion to the length of their respective roads run by the same, extending from Hamilton to Logansport.

3. So soon as said New Castle and Richmond Railroad shall be completed to Anderson, with the Indiana gauge, the said Richmond and Miami, and Eaton and Hamilton companies shall put down and be ready to run their tracks upon the Indiana gauge of four feet eight and a half inches wide, so that the tracks of said roads shall be of the same gauge from Hamilton to Anderson, and thence to Logansport and ultimately to Chicago; when said roads shall be extended upon such terms as may be hereafter agreed upon from Logansport to Chicago; and no connection or agreement shall be made by either of said companies with any other Railroad Company without the consent of the several companies, parties to this agreement; the intention of said parties being to unite their several roads from Hamilton by way of Eaton, Richmond and New Castle to Logansport and thence to Chicago, upon fair and reasonable terms, for the mutual benefit of said companies in a joint and common interest, and nothing shall be done by either of said parties inconsistant with such joint and common interest.

4. Each company shall be entitled to an equal pro rata share of all the tolls, fare and proceeds of the business done upon said roads, in proportion to the length of their several Roads run, extending from Hamilton to Logansport, after deducting from the gross amount of said receipts, the expenses of running the trains upon said roads, and of the agents and employees at the several depots, and of keeping the locomotives, cars and machinery in repairs; but at any time within two years either of said companies shall have the right to require that amount of said tolls and receipts after deducting the expense of running said roads as aforesaid, shall thereafter be divided pro rata, according to the actual cost of construction of each of said roads, including the permanent masonry, bridges and ballasting thereon, and the ordinary buildings required for the business on said Roads; and if either of said companies shall elicit to divide the tolls and receipts according to the cost of said roads, then the locomotives, cars and machinery shall be provided and paid for by said companies in the same proportions, *Provided*, That said New Castle and Richmond Railroad Company shall not be entitled to any part of the receipts upon said Eaton and Hamilton and Richmond and Miami Railroads, until said New Castle and Richmond Railroad shall be completed and regular trains run thereon to New Castle.

5. Any damage which may happen to persons or property on said roads shall be paid by the company through whose neglect or default such damages occurred, and if such damages happened without the default or neglect of either company, they shall be paid, and deducted from the gross receipts of said Roads.

6. The rates of toll and fare for freight and passengers carried upon said roads, and the number of trains and the times of running the same shall be regulated and determined, and superintendants, conductors, engineers and persons employed in running said roads and at the several depots, shall be mutually appointed by, and the business of said roads shall be under the supervision and control of such officers or committees of the respective boards of Directors, not exceeding two for each company, as shall from time to time be appointed by the Directors of the respective companies for that purpose.

7. The Cincinnati, Hamilton and Dayton Railroad Company and the Central Indiana Railroad Company, shall have the privilege of becoming parties to this agreement upon such terms as shall be agreed upon between said companies or either of them and the parties to this contract.

8. If any disagreement in regard to the provisions of this contract, or the rights of the parties under the same shall arise between them the matters in difference shall be submitted to three persons mutually chosen by the parties, whose award shall be binding.

9. This agreement sha'l continue in force and binding between the parties for twenty years, and there-

after until one year's notice shall be given by the company wishing to terminate the same, to the other companies.

[L. S.] **In Witness Whereof,** the said Railroad Companies have severally caused the contract to be signed by their Presidents and countersigned by their Secretaries, and have hereunto affixed their corporate seals this eleventh day of December, Eighteen Hundred and Fifty-Two.

J. B. STEPHENS, *Secretary*,
E. & H. R. R. Co.

JOHN WOODS, *President*,
Eaton and Hamilton R. R. Co.

STEPHEN R. WIGGINS, *Secretary*,
R. & M. R. R. Co. [L. S.]

JOHN H. HUTTON, *President*,
R. & M. R. R. Co.

JOHN W. GRUBBS, *Secretary*,
N. & R. R. R. Co. [L. S.]

J. T. ELLIOTT, *President*,
N. & R. R. R. Co.

CHANGE OF NAME.

At a meeting of the Board of Directors of the New Castle and Richmond Railroad Company, held at the office of the Company, on the 26th day of February, 1853, the following Preamble and Resolutions were unanimously adopted by the Board.

"Whereas, by an Act of the General Assembly of the State of Indiana, entitled 'An Act authorizing Railroad Companies to change their names,' approved February 22d, 1853, Railroad Companies desiring so to do, are authorized to change their names, by Resolution of their Boards of Directors. And, whereas, the New Castle and Richmond Railroad Company is desirsus of changing its name, therefore, be it resolved by the Board of Directors of the New Castle and Richmond Railroad Company, that the corporate style and name of said Company be, and the same is hereby changed to the style and name of *the Cincinnati, Logansport and Chicago Railway Company*, which is hereby agreed upon and adopted by the Board of Directors, as the future style and corporate name of said Company, from and after this 26th day of February, A. D. 1853.

Resolved, further, that a duly certified copy of the foregoing Preamble and Resolution be made out by the Secretary, and filed for record in the Recorder's office of each of the counties of Wayne, Henry, Madison, Tipton, Howard and Cass, being the counties through which said Railroad is located, and that he cause the same to be published in the 'New Castle Courier,' 'Democratic Banner,' and the 'Indiana State Journal,' papers of general circulation in the State of Indiana."

I, JOHN W. GRUBBS, Secretary of said Company, certify the foregoing to be a true copy from the record of said Company, duly certified copies of which have been filed in the Recorder's offices of the several counties through which said Railroad is located, and due notice thereof given by publication in the several newspapers, all as required by said resolution.

Witness my signature, this first day of April, A. D. 1853.

JOHN W. GRUBBS, Secretary.

This Agreement *between the* LOGANSPORT AND CHICAGO RAILWAY COMPANY *and the* CINCINNATI, LOGANSPORT AND CHICAGO RAILWAY COMPANY, *made with the consent and approval of the Eaton and Hamilton Railroad Company, and the Richmond and Miami Railroad Company.*

Witnesseth:

That the said Logansport and Chicago Railway Company, and the Cincinnati, Logansport and Chicago Railway Company agree to unite and run their respective road, in connection and as one line of road from Richmond, Indiana, to Chicago, Illinois, (and in connection with the Richmond and Miami Railroad, and the Eaton and Hamilton Railroad from Richmond to Hamilton, Ohio, under the terms of a contract entered into between the said last named companies and the Cincinnati, Logansport and Chicago Railway Company, under its former name of the New Castle and Richmond Railroad Company on the eleventh day of December, 1852,) upon the following terms, to wit.:

First. Each Company shall keep its own road, and the bridges, culverts, and the necessary water-houses, stations, and depots thereon, in good order and repair.

Second. The necessary locomotives, cars and machinery for said Road shall be provided and purchased jointly by them, and each company shall pay for such locomotives, cars and machinery in proportion to the cost of their respective Road, as between said companies and in connection with the other named companies, according to the terms of said contract hereinbefore referred to, and no connection or agreement shall be made by either of said companies with any other Railroad Company without the consent and approval of the other company, party to this agreement. The intention of said parties being to unite their respective roads perpetually from Richmond by way of Newcastle, Anderson, Kokomo, and Logansport to Chicago as one continnous line of Railway of uniform gauge, upon fair and reasonable terms in a joint and common interest; and nothing shall be done by either of the said companies inconsistent with such joint and common interest, nor shall said Companies or either of them, during the existence of the contract hereinbefore referred to, between the said Eaton and Hamilton and Richmond and Miami Railroad Companies, and the said Cincinnati, Logansport and Chicago Railway Company form any connection with any other company or do any other act inconsistent with said contract.

Third. Each of said companies shall be entitled to an equal pro rata share of all the tolls, fare and proceeds of all the business done upon the said roads, according to the actual cost of said roads, including permanent masonry, bridging and ballasting thereof, and the ordinary buildings required for the business on said roads, first deducting from the gross amount of said receipts, the expense of running the trains upon said roads, and of the agents and employees at the several depots and stations, and of keeping the locomotives, cars and machinery in repair; *Provided*, That during the continuance of the connection and contract with the Eaton and Hamilton Company, and the Richmond and Miami Company herein before referred to, the running machinery and expenses shall be furnished and paid for, and the profits so divided on the entire length of road from Hamilton to Chicago so far as said last named companies are concerned, as to extend said contract and the provisions thereof to Chicago, but leaving the division of profits as between the said Logansport and Chicago Railway Company, and the Cincinnati, Logansport and Chicago Railway Company to the terms and provisions of this agreement.

Fourth. Any damages which shall happen to persons or property on said roads, shall be paid by the company through whose neglect or default such damages occurred; and if such damages happen without the neglect or default of either company, they shall be paid, and deducted from the gross receipts of said roads, including the said Eaton and Hamilton and Richmond and Miami Railroad Companies during the existence of the said contract with them before refered to.

Fifth. The rates of toll and fare for passengers and freight carried upon the said roads, and the number of trains and times of running the same shall be regulated and determined, and the superintendents, conductors, engineers and persons employed in running said roads, and at the several depots, shall be mutually appointed by, and the business of said roads shall be under the supervision and control of such officers or committees of the respective Boards of Directors, not exceeding two per each company, as shall be from time to time appointed by the Directors of the respective companies for that purpose, including the said Eaton and Hamilton and Richmond and Miami Railroad Companies during the existence of the contract as herein before referred to.

Sixth. If any disagreement in regard to the interpretation of this contract, or the rights of the parties under the same, shall arise between them, the matters in difference shall be submitted to three persons mutually chosen by the parties, whose award shall be binding.

Seventh. The said Logansport and Chicago Railway Company shall not be entitled to any portion of the receipts upon said Cincinnati, Logansport and Chicago Railway, or of the Richmond and Miami, or Eaton and Hamilton Railroads, until said Logansport and Chicago Railway shall be completed from Logansport to the Northern Indiana or Central Michigan Railroad; and the said Cincinnati, Logansport and Chicago Railway Company hereby agree to guarantee the building and completion of said Logansport and Chicago Railway within a reasonable time.

Eighth. This agreement shall continue in force and be binding between the said parties for ever.

[L. S.] Witness the signatures of the Presidents, and Seals of said Companies, this 4th day of May, 1853.

Attest
D. M. DUNN, *Secretary.*

WILLIAMSON WRIGHT, *President,*
Logansport and Chicago Railway Company.

[L. S.]

J. T. ELLIOTT, *President,*
Cincinnati, Logansport and Chicago Railway Company.

Attest
J. W. GRUBBS, *Secretary.*

This Article of Agreement *made and entered into this 7th day of May, A.D.*, 1853, *by and between the* CINCINNATI, LOGANSPORT AND CHICAGO RAILWAY COMPANY AND LOGANSPORT AND CHICAGO RAILWAY COMPANY *of the first part, and the* LOGANSPORT AND PACIFIC RAILROAD COMPANY *of the other part.* **Witnesseth:**

For the purpose of affording the greatest facility for the trans-shipment and transportation of Freights or Passengers destined to pass from the Logansport and Pacific Railroad to the city of Cincinnati or any intermediate point; or from the Cincinnati, Logansport and Chicago Railway to Middleport, Illinois, or any intermediate point, it is mutually and permanently agreed between the said companies, as follows to wit.:

First. That freight shall be trans-shipped at Logansport, immediately upon its arrival without extra cost to the owner, and forwarded to its point of destination, and shall be charged per mile, and per ton, as may be fixed and established between said companies as hereafter provided.

Second. Passengers shall be ticketed through from Cincinnati to Middleport, or any intermediate point between Middleport and the city of Cincinnati or Chicago, and baggage checked through, and rates of fare shall be established as hereinafter provided.

Third. The Cincinnati, Logansport and Chicago Railway Company agree to furnish a suitable place for the exchange of freight and passengers, where the Logansport and Pacific Railroad Company can conveniently approach the Cincinnati, Logansport and Chicago Railway, (such place to be mutually agreed upon,) and the said Logansport and Pacific Railroad Company agree to run their Roads to and make a connection with the track of said Cincinnati, Logansport and Chicago Railway, or the Logansport and Chicago Railway at their joint depot at Logansport, or as near to said depot as may be reasonably practicable.

Fourth. That said Companies if they connot agree upon a tariff of freight, rates and fare, or upon connection, shall each appoint one person, which two when so selected, shall select some disinterested third person, and they three shall have power and full authority to fix and establish any and all rates and regulations that may be neccessary to carry into effect the spirit and object of this agreement, which rates, freights, &c., shall in all cases be mutual per mile—and this contract be perpetual—and that this contract shall confer and extend to the respective Companies all the privileges and benefits of the several contracts of connections or running agreements, entered into by the respective companies. *Provided*, that nothing in this contract shall be so construed as to constitute a joint interest in the running or equipping of the several roads by the respective parties.

[L. S.] **Witness** the signatures of the Presidents of said Companies, the attestation of their Secretaries, with their corporate Seals.

Attest
R. BREARLEY, *Secretary.*
W. CHASE, *President,*
Logansport and Pacific R. R. Co.

[L. S.] J. W. GRUBBS, *Secretary,*
C., L. & C. R. Co.
J. T. ELLIOTT, *Presideat.*
Cincinnati, Logansport and Chicago Railway Company.

[L. S.] D. M. DUNN, *Secretary,*
L. & C. R. Co.
WILLIAMSON WRIGHT, *President,*
Logansport and Chicago Railway Company.

BY-LAWS.

Be it enacted by the "Logansport and Chicago Railway Company."

SECTION 1. Each new Board of Directors shall, at their first meeting annually, or as soon thereafter as may be expedient, elect, in addition to the other officers required by the Charter of the Company, some competent Engineer or Engineers, and may remove him or them and fill the vacancy at pleasure.

SEC. 2. A Director shall not be eligible to hold the office of Secretary or Engineer.

SEC. 3. The President, Directors and other officers of said Company, shall receive such annual compensation, or per diem allowance, as may be affixed; payable quarterly, out of the treasury; which shall not be increased or diminished during the year, nor shall any *extra* allowance be made, *except* for travelling expenses, or money paid out; and no such extra allowance shall be paid, unless it is first allowed or ordered by the Board.

SEC. 4. The vote of the Board of Directors shall, in all questions of business, be taken *viva voce*, except when the yeas and nays may be requested by a Director, except also in the election of the officers of the company, which shall be by ballot, and no question be deemed as carried affirmatively, nor shall any officer or agent be elected or appointed, but by the concurring vote of a majority of all the Directors present. And the President shall vote as a Director upon all questions, and elections before the Board, giving his vote last.

SEC. 5. The Board shall devise and keep a seal, and shall keep substantial books, in which shall be entered all their proceedings in proper order; and all papers of the Company shall be filed and safely kept. And all the books of the Company shall be at all times open to the inspection of the Board, any two stockholders, and to any agent or committee of the Legislature.

SEC. 6. The proceedings of the Board, each day, shall be drawn up by the Secretary and shall be signed by the President. A transcript of which record, and all other acts of the Company, signed by the President, and attested by the Secretary, shall be good evidence thereof, in all cases, except deeds and mortgages, executed by the Company, which shall be signed by the President, attested by the Secretary, and sealed with the seal of said Company.

SEC. 7. No money shall be drawn from the treasury, but upon warrant signed by the President, and attested by the Secretary. And no Director shall become security for any officer or agent of the Company, or for any contractor with the Company. And it shall not be lawful for the President, any Director, officer, or agent of the Company, except the Treasurer, or Assistant Treasurer, to receive any money due to the Company, and receipt therefor, unless specially authorized so to do by the Board.

SEC. 8. Certificates of stock shall be issued, signed by the President and attested by the Secretary, to the person entitled thereto, as soon as the same shall be fully paid out. Payments upon instalments of stock ordered by the Board shall be applied to all the shares subscribed or held by the person making the payment, but any stockholder may, at any time, by extra payment, pay out any share or shares of stock in full, and shall thereupon be entitled to a certificate of stock for the share or shares so paid out.

SEC. 9. The stock of the company shall only be transferable, so as to authorize the holders thereof to vote for Directors, receive dividends, or be entitled to a certificate of stock, on the transfer books of the Company; and no stock shall be so transferred until it is fully paid out, or whilst the holder thereof is indebted to the Company, without the consent of the Board. When stock shall be transferred, after a certificate of stock has been issued therefor, the original certificate shall be produced, and the Secretary of the Company shall endorse thereon, under his hand, such transfer, with the date thereof, or the same may be surrendered, and a new certificate of stock issued to the person to whom it is transferred, at the option of the holder, or as the circumstances of the case may require.

SEC. 10. Dividends of profits when declared under the charter, shall be allowed on all stock paid out, on the full amount thereof; and on stock not fully paid out, on the amount paid thereon, *provided*, that the dividends allowed on stock not fully paid out, shall not be paid over to the holder thereof, but shall be credited on such unpaid stock.

SEC. 11. All By-Laws of the Company shall be read, at least twice, before their adoption by the Board. They shall be adopted in open session, and entered at full length on the record of the Company, by the

Secretary, and after the record shall be signed by the President, the By-Laws shall be in full force, but may be published by order of the Board.

SEC. 12. It shall be the duty of the President to preside at the sessions of the Board; to sign the daily proceedings; to sign all deeds, mortgages, bonds, certificates of stock, contracts and other instruments of the Company. He shall be the general superintendent of the operations, business, and affairs of the Company, subject to the direction of the Board. He shall devise, prepare, and procure the necessary printed forms of stock certificates, bonds, deeds, releases of the right of way, contracts, and other necessary instruments for the use of the Company. He may require the Secretary, Treasurer, Assistant Treasurer, Engineer, or other officer, or agent of the Company. to report to him in writing the condition of the matters in charge of such officer or agent; and he shall report to the Board each year, at their annual meeting in January, the condition of the affairs of the company; which report shall be published, by order of the Board, in some newspaper on the line, for the information of the stockholders.

SEC. 13. All claims against the company shall be presented to the Board, and allowed, or disallowed, before any action shall be brought thereon against the Company, and no warrant shall be issued for any claim not previously allowed by the Board.

SEC. 14. The Engineer shall give his services to the Company in person; he shall, with such assistants as may be authorized by the Board, attend to the survey, location and construction of the road, make out all drawings, plans, and estimates, and superintend the work, and all contracts relative or incident thereto. He shall be authorized to take releases of the right of way; to receive the work as the same may be completed, or materials furnished, and give the necessary evidences of the same. But no location or contract made by him shall be binding upon the Company, until approved of by the Board; and at the expiration of his term of office, he shall deliver over to his successor in office, or to the Board, all books, maps, drawings, instruments, or other articles in his possession, belonging to the Company.

SEC. 15. Contractors may be paid as the work progresses, or the materials furnished, upon the estimate of the Engineer; but there shall be retained upon all contracts, such a per centum upon the estimate of the work done, or materials furnished, as the Directors may determine, until the contract or job shall be completed.

SEC. 16. It shall be lawful for the Board to contract for work to be done, or materials to be furnished, payable in cash, bonds, or stock, or proportions of either, and all such contracts may be made by public or private bid, or private sealed proposals, with or without public notice, at the discretion of the Board.

SEC. 17. Company depots and station houses shall be established at such points on the road as the Board shall deem expedient and useful, for the accommodation of the business of the Company. And the Board may permit and establish such private depots as shall be deemed expedient, under such regulations as the Board may prescribe.

SEC. 18. In establishing depots and station houses, either public or private, there shall be no joint interest between the Company and any individual, but the Board shall secure *absolutely*, so much land and such privileges, as may be necessary for the use of the Company, without any restrictions whatever.

SEC. 19. All bonds required to be given under the provisions of the charter, or any of the By-Laws, or which shall be given to the Company, by any officer or agent of the Company, or by any contractor with the Company, for any duty or contract whatever, shall be made payable to the corporation in its corporate name; and no such bond shall be void for the want of form, but upon default being made, all such bonds may be put in suit, and recovery thereon may be had as often as default may be made of the condition.

SEC. 20. The annual election for Directors shall be held at Logansport, unless otherwise ordered by the Board, on the second Monday of January, of each year; and it shall be the duty of the Secretary to give at least three weeks previous notice of the time and place of such election, by publication in some newspaper published nearest to the place of such election.

SEC. 21. No suit shall be brought to enforce the payment of any instalment of stock, until notice of the order for the payment therof has been given in some newspaper on the line of said road, for at least three weeks prior to the commencement of any such suit.

SEC 22. The Board shall meet at Logansport, unless otherwise ordered, on the fourth Wednesday in each month, except for the month of January, which shall be on the second Monday of the month, and may meet at any intermediate time fixed by the Board, or upon the call of the President, in cases of emergency, and may sit so long as the business shall require; and in the absence of the President, the Board may appoint any member thereof as President *pro tempore*, who for the time being shall perform all the duties, and be invested with all the powers of President.

SEC. 23. The office of the company shall be kept at Logansport, until otherwise ordered by the Board.

SEC. 24. The Secretary shall give bond in the penalty of two thousand dollars, with security to the acceptance of the Board, conditioned for the faithful discharge of his duties during his continuance in office, which bond shall be filed with the Assistant Treasurer of said Company, and safely kept by him.

SEC. 25. It shall be the duty of the Secretary to keep a just and true record of the proceedings of the Board, and safely file and preserve, in an appropriate manner, all papers committed to his care or belonging

to his office; he shall attest and number all warrants, signed by the President, and drawn upon the treasury, and register the same in a book appropriately ruled for that purpose. He shall also keep a regular register, properly ruled, in which he shall enter numerically, all receipts given by the Assistant Treasurer, and shall quarterly make a report to the Board showing the receipts and expenditures, and the balance in the hands of the Assistant Treasurer. He shall keep a register of all stock certificates issued to stockholders, and shall faithfully discharge all the duties that may be required of him by the Charter, the By-Laws, the Board or the President, during his continuance in office; and shall faithfully deliver over to his successor in office, or to the Board, upon demand, all records, books, papers, and other articles in his hands or possession belonging to the Company.

SEC. 26. The Treasurer and Assistant Treasurer shall each give bond in the penalty of twenty-five thousand dollars, which may be required to be increased at any time by the Board, with security to the acceptance of the Board, conditioned for the faithful discharge of their respective duties, and that they will faithfully account for and pay over all monies received by them, when legally called on; which bonds shall be filed with the Secretary, and safely kept by him. And all other bonds, except the bond of the Secretary, shall be filed with the Secretary, and by him safely kept.

SEC. 27. It shall be the duty of the Treasurer and Assistant Treasurer to receive, safely keep, and faithfully disburse, upon the warrants drawn upon the treasury, all monies of the Company that may come into their hands during their continuance in office, and until otherwise ordered by the Board.

SEC. 28. The Assistant Treasurer shall keep his office at Logansport, and before entering upon the duties thereof, shall take the same oath required by the Treasurer, and shall transact all such business as may be required of him not inconsistent with the office of Treasurer in the city of New York. He shall keep regular books, in which he shall enter, under appropriate heads, the entire receipts and disbursements of his office of every discription. He shall correctly register, numerically, under appropriate heads, all warrants paid, showing to whom paid, date of payment, and object for which paid, and date of warrant. He shall keep all proper books and entries of accounts between the Company and every officer, individual, agent and contractor, and showing the state of the treasury. He shall make a quarterly report to the Board, showing the receipts and expenditures on account of the Company for the preceding quarter. He shall keep a proper register of all real estate deeded to the Company, and of all real estate sold by the Company. He shall superintend the collection of stock instalments, and all other monies due the Company, and shall discharge all other duties required of him by the By-Laws, the President of the Company, or by the Board of Directors, and shall faithfully deliver over to his successor in office, *or to the Board upon demand*, all monies, books, papers, and other articles in his hands or possession, belonging to the Company.

SEC. 29. The office of the Treasurer of the Company shall be kept in the city of New York, and the Treasurer of said Company shall reside in said city of New York, or its vicinity, who shall execute a bond, and take the oath of office required by the Charter of said Company.

SEC. 30. That said Treasurer shall transact the business appertaining to said office, at the office in said city, and shall have power to appoint a Clerk or Secretary, if deemed requisite to assist in the duties of said office.

SEC. 31. There shall be kept at said office in the city of New York a register of the stock of said company, and said Treasurer shall be authorized and required to transfer and register all stock presented to him for that purpose, and in all cases where stock is required to be transferred and new certificates of stock issued at such office in New York, such new certificates so issued, shall be signed by the President, attested by the Secretary, and countersigned by the Treasurer, and the old certificates, surrendered to said Treasurer at the time of issuing said new certificates, shall be cancelled.

SEC. 32. That for the purpose of keeping full accounts of the receipts and expenditures of said Company and its business generally at said office in the city of New York, during the prosecution of the road, and after its completion, quarterly accounts and reports of the business transacted at the office of the Assistant Treasurer of the Company in Logansport, shall be forwarded by the said Assistant Treasurer to the Treasurer in New York, for inspection and entry at said office.

SEC. 33. That a quorum of the Board, if required, or the Executive Committee thereof, with power to transact any business required, shall meet at the office in New York, at least twice each year, and oftener if deemed requisite.

SEC. 34. That interest be allowed, at the rate of seven per cent. per annum, payable in stock, on all payments of the capital stock of the said Company, until the road is completed from Logansport to the Northern Indiana Railroad.

SEC. 35. There shall be appointed by the Board, an Executive Committee, consisting of five persons, of which the President and Treasurer shall be members, a quorum of which Committee shall have full power to transact the financial and other business of the Company, at the office in New York.

Attest: D. M. DUNN, *Secretary.*

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